

**APPLICATION FOR CERTIFICATE TO BECOME A  
TELECOMMUNICATIONS CARRIER**

**NORTHSTAR COMMUNICATIONS, INC.**

**EXHIBIT B**

**CORPORATE DOCUMENTS**

FILED # C 23881-99

SEP 28 1999

IN THE OFFICE OF  
*[Signature]*  
CLERK OF THE SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
OF  
NORTHSTAR COMMUNICATIONS, INC.**

1. **Name.** The name of the Corporation is NorthStar Communications, Inc.
2. **Resident Agent.** The resident agent shall be Ken Ashworth, 1850 E. Flamingo Road, Suite 240, Las Vegas, Nevada 89119. Any notices may be mailed to the resident agent until the principal office of the Corporation has been designated in an annual report.
3. **Shares.** The Corporation shall issue shares of its capital stock as follows:
  - a. The Corporation shall have authority to issue twenty-five thousand (25,000) shares of common stock and five thousand shares will be issued (5,000). Said shares shall have unlimited voting rights and each share shall be entitled to participate equally with all other shares in the assets of the Corporation upon dissolution.
  - b. No stock issued by the Corporation shall have preemptive rights.
4. **Governing Board.** The Governing Board shall be styled as Directors. The First Board of Directors shall consist of 2 members and (**their**) name(s) and address(es) is/are as follows:

President – Scott White, 9350 Sun City Blvd., Suite 100, Las Vegas, Nevada 89134,  
Secretary – Linda White 9350 Sun City Blvd., Suite 100, Las Vegas, Nevada 89134,
5. **Purpose.** The purpose of the corporation shall be for management services.
6. **Directory Liability.** No director of the Corporation shall have personal liability to the Corporation or its shareholders for monetary damages arising out of such directors' conduct as a director occurring after the date of filing of these Articles of Incorporation, except as provided by law.
7. **Mandatory Indemnification of Directors, Officers, Employees and Agents.** The Corporation shall indemnify a director, officer, employee or agent who is wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director, officer, employee or agent was a party because of his position with the Corporation, against reasonable expenses incurred by each party in connection with the proceeding.

**8. Voluntary Indemnification of Directors, Officers, Employees and Agents.**

The Corporation may indemnify an individual who was made a part to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation, against all liability incurred in the proceeding, if:

- a. The conduct of the individual was in good faith;
- b. The individual reasonably believed that the individual's conduct was in the best interests of the corporation or at least not opposed to its best interests; and
- c. In the case of criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

This indemnity shall not apply to liability of a director to the Corporation in connection with a proceeding by or in the right of the corporation, nor shall it apply where a director was adjusted liable on the basis that personal benefit was improperly received by the director.

**9. Advance for Expenses.** The Corporation may pay for or reimburse reasonable expenses incurred by a director, officer, employee, or agent who is a party to a proceeding in advance of a final disposition of that proceeding to the extent allowable by law.

**10. Incorporator.** The name and address of the Incorporator(s) is (Name(s)/Address(es)) Ken Ashworth 9350 Sun City Blvd., Suite 100, Las Vegas, Nevada 89134.

11. **Amendments.** These Articles of Incorporation may be altered, amended or repealed, and new Articles may be adopted at any regular meeting of the board of directors or at any special meeting of the board of directors if at least ten days written notice is given of the intention to alter, amend, or repeal or to adopt new Articles at the meeting, by affirmative majority vote, provided that a quorum is present.

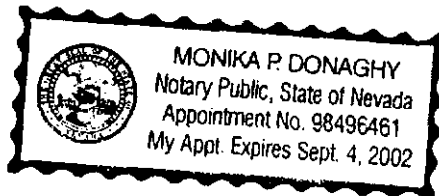
Ken Ashworth  
Ken Ashworth  
INCORPORATOR

9-27-99  
DATE

STATE OF Nevada )  
~~CALIFORNIA~~ ) ss.  
COUNTY OF Clark )

This instrument was acknowledged before me on this 27 day of September, 1999,  
by Ken Ashworth, as incorporator of NORTHSTAR  
COMMUNICATIONS, INC.

Monika Donaghy  
NOTARY PUBLIC



**CERTIFICATE OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF  
NORTHSTAR COMMUNICATIONS, INC.**

1. **Name of Corporation.** The Name of the Corporation is NorthStar Communications, Inc.

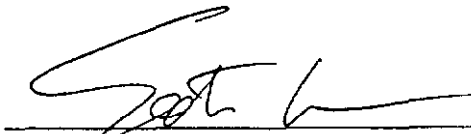
2. **Amendment.** Article 5 of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"5. The purpose of the Corporation shall be to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Nevada."

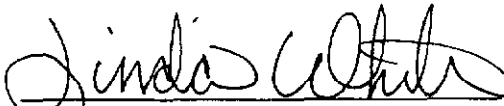
3. **Shareholders Approval.** The shareholders of the Corporation consented to and approved the amendment by unanimous written consent in lieu of a meeting.

The undersigned declare under penalty of perjury under the laws of the State of Nevada that the matters set forth in this Certificate of Amendment are true and correct of their own knowledge.

Date: September 6, 2000

  
\_\_\_\_\_  
Scott White, President

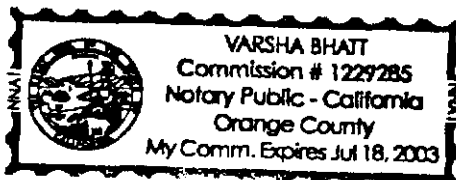
Date: September 6, 2000

  
\_\_\_\_\_  
Linda White, Secretary

STATE OF CALIFORNIA                    )  
  ) ss.  
COUNTY OF ORANGE                    )

On September 6<sup>th</sup>, 2000, before me, Varsha Bhatt, a Notary Public in and for said state, personally appeared Scott White and Linda White, personally ~~known to me~~ or proved to me on the basis of satisfactory evidence to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities, and that by their signatures on the instrument the persons, or entity upon behalf of which the persons acted, executed the instrument.

WITNESS my hand and official seal.



Varsha Bhatt  
\_\_\_\_\_  
Notary Public

**CERTIFICATE OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF  
NORTHSTAR COMMUNICATIONS, INC.**

SEP 07 2000

No. C23881-99

*[Signature]*

DEPUTY SECRETARY OF STATE

1. **Name of Corporation.** The Name of the Corporation is NorthStar Communications, Inc.

2. **Amendment.** Article 5 of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"5. The purpose of the Corporation shall be to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Nevada."

3. **Shareholders Approval.** The shareholders of the Corporation consented to and approved the amendment by unanimous written consent in lieu of a meeting.

The undersigned declare under penalty of perjury under the laws of the State of Nevada that the matters set forth in this Certificate of Amendment are true and correct of their own knowledge.

Date: September 6, 2000

*[Signature]*  
Scott White, President,

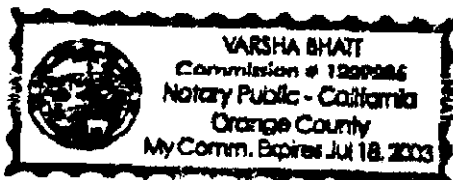
Date: September 6, 2000

*[Signature]*  
Linda White, Secretary

STATE OF CALIFORNIA       )  
  ) ss.  
COUNTY OF ORANGE       )

On September 6<sup>th</sup>, 2000, before me, Varsha Bhatt, a Notary Public in and for said state, personally appeared Scott White and Linda White, personally ~~known to me or~~ proved to me on the basis of satisfactory evidence to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities, and that by their signatures on the instrument the persons, or entity upon behalf of which the persons acted, executed the instrument.

WITNESS my hand and official seal.



*[Signature]*  
Notary Public

**BYLAWS**  
**OF**  
**NORTHSTAR COMMUNICATIONS, INC.**  
**(A Nevada Corporation)**

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**ARTICLE I**  
**STOCKHOLDERS**

1. **CERTIFICATES REPRESENTING STOCK.** Every holder of stock in the corporation shall be entitled to have a certificate signed by, or in the name of, the corporation by the Chairman or Vice-Chairman of the Board of Directors, if any, or by the President or a Vice-President and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary of the corporation or by agents designated by the Board of Directors, certifying the number of shares owned by him in the corporation and setting forth any additional statements that may be required by the General Corporation Law of the State of Nevada (General Corporation Law). If any such certificate is countersigned or otherwise authenticated by a transfer agent or transfer clerk, and by a registrar, a facsimile of the signature of the officers, the transfer agent or the transfer clerk or the registrar of the corporation may be printed or lithographed upon the certificate in lieu of the actual signatures. If any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on any certificate or certificates shall cease to be such officer or officers of the corporation before such certificate or certificates shall have been delivered by the corporation, the certificate or certificates may nevertheless be adopted by the corporation and be issued and delivered as though the person or persons who signed such certificate or certificates, or whose facsimile signature or signatures shall have been used thereon, had not ceased to be such officer or officers of the corporation.

Whenever the corporation shall be authorized to issue more than one class of stock or more than one series of any class of stock, the certificates representing stock of any such class or series shall set forth thereon the statements prescribed by the General Corporation Law. Any restrictions on the transfer or registration of transfer of any shares of stock of any class or series shall be noted conspicuously on the certificate representing such shares.

The corporation may issue a new certificate of stock in place of any certificate theretofore issued by it, alleged to have been lost, stolen, or destroyed, and the Board of Directors may require the owner of any lost, stolen, or destroyed certificate, or his legal representative, to give the corporation a bond sufficient to indemnify the corporation against any claim that may be made against it on account of the alleged loss, theft, or destruction of any such certificate or the issuance of any such new certificate.

2. FRACTIONAL SHARE INTERESTS. The corporation is not obliged to but may execute and deliver a certificate for or including a fraction of a share. In lieu of executing and delivering a certificate for a fraction of a share, the corporation may proceed in the manner prescribed by the provisions of Section 78.205 of the General Corporation Law.

3. STOCK TRANSFERS. Upon compliance with provisions restricting the transfer or registration of transfer of shares of stock, if any, transfers or registration of transfers of shares of stock of the corporation shall be made only on the stock ledger of the corporation by the registered holder thereof, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation or with a transfer agent or a registrar, if any, and upon surrender of the certificate or certificates for such shares of stock properly endorsed and the payment of all taxes, if any, due thereon.

4. RECORD DATE FOR STOCKHOLDERS. For the purpose of determining the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or the allotment of any rights, or entitled to exercise any rights in respect of any change, conversion, or exchange of stock or for the purpose of any other lawful action, the directors may fix, in advance, a record date, which shall not be more than sixty days nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. If no record date is fixed, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. The record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall be the day on which the first written consent is expressed. The record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at any meeting of stockholders shall apply to any adjournment of the meeting, provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

5. MEANING OF CERTAIN TERMS. As used in these Bylaws in respect of the right to notice of a meeting of stockholders or a waiver thereof or to participate or vote thereat or to consent or dissent in writing in lieu of a meeting, as the case may be, the terms "share," "shares," "share of stock," "shares of stock," "stockholder" or "stockholders" refer to an outstanding share or shares of stock and to a holder or holders of record of outstanding shares of stock when the corporation is authorized to issue only one class of shares of stock, and said reference is also intended to include any outstanding share or shares of stock and any holder or holders of record of outstanding shares of stock of any class upon which or upon whom the Articles of Incorporation confers such rights where there are two or more classes or series of shares of stock or upon which or upon whom the General Corporation Law confers such rights notwithstanding that the Articles of Incorporation may provide for more than one class or series of shares of stock, one or more of which are limited or denied such rights thereunder; provided, however, that no such right shall vest in the event of an increase or a decrease in the authorized



number of shares of stock of any class or series which is otherwise denied voting rights under the provisions of the Articles of Incorporation.

6. STOCKHOLDER MEETINGS.

(a) Time. The annual meeting shall be held on the date and at the time fixed, from time to time, by the directors, provided, that the first annual meeting shall be held on a date within thirteen months after the organization of the corporation, and each successive annual meeting shall be held on a date within thirteen months after the date of the preceding annual meeting. A special meeting shall be held on the date and at the time fixed by the directors.

(b) Place. Annual meetings and special meetings shall be held at such place, within or without the State of Nevada, as the directors may from time to time fix.

(c) Call. Annual meetings and special meetings may be called by the directors or by any officer instructed by the directors to call the meeting.

(d) Notice or Waiver of Notice. Notice of all meetings shall be in writing and signed by the President or a Vice President, or the Secretary, or an Assistant Secretary, or by such other person or persons as the directors shall designate. The notice must state the purpose or purposes for which the meeting is called and the time and place of the meeting. A copy of the notice must be either delivered personally or mailed postage prepaid to each stockholder not less than ten nor more than sixty days before the meeting. If mailed, it must be directed to the stockholder at his address as it appears upon the records of the corporation. Any stockholder may waive notice of any meeting by a writing signed by him, or his duly authorized attorney, either before or after the meeting. Whenever notice of any kind is required to be given under the provisions of the General Corporation Law, a waiver thereof in writing and duly signed whether before or after the time stated therein shall be deemed equivalent thereto.

(e) Conduct of Meeting. Meetings of the stockholders shall be presided over by one of the following officers in the order of seniority and if present and acting - the Chairman of the Board, if any, the Vice-Chairman of the Board, if any, the President, a Vice President, or, if none of the foregoing is in office and present and acting, by a chairman to be chosen by the stockholders. The Secretary of the corporation, or in his absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present, the Chairman of the meeting shall appoint a secretary of the meeting.

(f) Proxy Representation. Every stockholder may authorize another person or persons to act for him by proxy in any manner described in or otherwise authorized by the provisions of Section 78.355 of the General Corporation Law.

(g) Inspectors. In advance of any meeting, the directors may, but need not, appoint one or more inspectors of election to act at the meeting or any adjournment thereof. If an inspector or inspectors are not appointed, the person presiding at the meeting may, but need not, appoint one or more inspectors. In case any person who may be appointed as an inspector fails to appear or act, the vacancy may be filled by appointment made by the directors in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, if any, before

entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability. The inspectors, if any, shall determine the number of shares of stock outstanding and the voting power of each, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all stockholders. On request of the person presiding at the meeting, the inspector or inspectors, if any, shall make a report in writing of any challenge, question or matter determined by him or them and execute a certificate of any fact found by him or them.

(h) Quorum. Stockholders holding at least a majority of the voting power are necessary to constitute a quorum at a meeting of stockholders for the transaction of business unless the action to be taken at the meeting shall require a greater proportion. The stockholders present may adjourn the meeting despite the absence of a quorum.

(i) Voting. Each share of stock shall entitle the holder thereof to one vote. In the election of directors, a plurality of the votes cast shall elect. Any other action shall be authorized by stockholders who hold at least a majority of the voting power and are present at a meeting at which a quorum is present, except where the General Corporation Law, the Articles of Incorporation, or these Bylaws prescribe a different percentage of votes and/or a different exercise of voting power. In the election of directors, voting need not be by ballot; and, except as otherwise may be provided by the General Corporation Law, voting by ballot shall not be required for any other action.

7. STOCKHOLDER ACTION WITHOUT MEETINGS. Except as may otherwise be provided by the General Corporation Law, any action required or permitted to be taken at a meeting of the stockholders may be taken without a meeting if a written consent thereto is signed by stockholders holding at least a majority of the voting power; provided that if a different proportion of voting power is required for such an action at a meeting, then that proportion of written consents is required. In no instance where action is authorized by written consent need a meeting of stockholders be called or noticed. Any written consent shall be subject to the requirements of Section 78.320 of the General Corporation Law and of any other applicable provision of law.

## ARTICLE II

### DIRECTORS

1. FUNCTIONS AND DEFINITION. The business and affairs of the corporation shall be managed by the Board of Directors of the corporation. The Board of Directors shall have authority to fix the compensation of the members thereof for services in any capacity. The use of the phrase "whole Board" herein refers to the total number of directors which the corporation would have if there were no vacancies.

2. QUALIFICATIONS AND NUMBER. Each director must be at least 18 years of age. A director need not be a stockholder or a resident of the State of Nevada. The

initial Board of Directors shall consist of two (2) persons. Thereafter, the number of directors may be increased or decreased by action of the stockholders or of the directors; however, the number of directors constituting the whole board shall be at least two (2).

3. ELECTION AND TERM. Directors may be elected in the manner prescribed by the provisions of Sections 78.320 through 78.335 of the General Corporation Law of Nevada. The first Board of Directors shall hold office until the first election of directors by stockholders and until their successors are elected and qualified or until their earlier resignation or removal. Any director may resign at any time upon written notice to the corporation. Thereafter, directors who are elected at an election of directors by stockholders, and directors who are elected in the interim to fill vacancies and newly created directorships, shall hold office until the next election of directors by stockholders and until their successors are elected and qualified or until their earlier resignation or removal. In the interim between elections of directors by stockholders, newly created directorships and any vacancies in the Board of Directors, including any vacancies resulting from the removal of directors for cause or without cause by the stockholders and not filled by said stockholders, may be filled by the vote of a majority of the remaining directors then in office, although less than a quorum, or by the sole remaining director.

4. MEETINGS.

(a) Time. Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the directors may conveniently assemble.

(b) Place. Meetings shall be held at such place within or without the State of Nevada as shall be fixed by the Board.

(c) Call. No call shall be required for regular meetings for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, if any, the Vice-Chairman of the Board, if any, of the President, or of a majority of the directors in office.

(d) Notice or Actual or Constructive Waiver. No notice shall be required for regular meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat. Notice, if any, need not be given to a director or to any member of a committee of directors who submits a written waiver of notice signed by him before or after the time stated therein.

(e) Quorum and Action. A majority of the whole Board shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the directors in office shall constitute a quorum, provided, that such majority shall constitute at least one-third of the whole Board. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as the Articles of Incorporation or these Bylaws may otherwise provide, and except as otherwise provided by the General Corporation Law, the act of the directors holding a majority of the voting power of

the directors, present at a meeting at which a quorum is present, is the act of the Board. The quorum and voting provisions herein stated shall not be construed as conflicting with any provisions of the General Corporation Law and these Bylaws which govern a meeting of directors held to fill vacancies and newly created directorships in the Board or action of disinterested directors.

Members of the Board or of any committee which may be designated by the Board may participate in a meeting of the Board or of any such committee, as the case may be, by means of a telephone conference or similar method of communication by which all persons participating in the meeting hear each other. Participation in a meeting by said means constitutes presence in person at the meeting.

(f) Chairman of the Meeting. The Chairman of the Board, if any and if present and acting, shall preside at all meetings. Otherwise, the Vice-Chairman of the Board, if any and if present and acting, or the President, if present and acting, or any other director chosen by the Board, shall preside.

5. REMOVAL OF DIRECTORS. Any or all of the directors may be removed for cause or without cause in accordance with the provisions of the General Corporation Law.

6. COMMITTEES. Whenever its number consists of two or more, the Board of Directors may designate one or more committees which have such powers and duties as the Board shall determine. Any such committee, to the extent provided in the resolution or resolutions of the Board, shall have and may exercise the powers and authority of the Board of Directors in the management of the business and affairs of the corporation and may authorize the seal or stamp of the corporation to be affixed to all papers on which the corporation desires to place a seal or stamp. Each committee must include at least one director. The Board of Directors may appoint natural persons who are not directors to serve on committees.

7. WRITTEN ACTION. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting if, before or after the action, a written consent thereto is signed by all the members of the Board or of the committee, as the case may be.

### ARTICLE III

#### OFFICERS

1. The corporation must have a President, a Secretary, and a Treasurer, and, if deemed necessary, expedient, or desirable by the Board of Directors, a Chairman of the Board, a Vice-Chairman of the Board, an Executive Vice-President, one or more other Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers and agents with such titles as the resolution choosing them shall designate. Each of any such officers must be natural persons and must be chosen by the Board of Directors or chosen in the manner determined by the Board of Directors.

2. QUALIFICATIONS. Except as may otherwise be provided in the resolution choosing him, no officer other than the Chairman of the Board, if any, and the Vice-Chairman of the Board, if any, need be a director.

Any person may hold two or more offices, as the directors may determine.

3. TERM OF OFFICE. Unless otherwise provided in the resolution appointing an officer, each officer shall be appointed for a term which shall continue until the meeting of the Board of Directors following the next annual meeting of stockholders and until a successor shall have been appointed or until such officer's resignation or removal before the expiration of such officer's term.

Any officer may be removed, with or without cause, by the Board of Directors or in the manner determined by the Board.

Any vacancy in any office may be filled by the Board of Directors or in the manner determined by the Board.

4. DUTIES AND AUTHORITY. All officers of the corporation shall have such authority and perform such duties in the management and operation of the corporation as shall be prescribed in the resolution designating and choosing such officers and prescribing their authority and duties, and shall have such additional authority and duties as are incident to their office except to the extent that such resolutions or instruments may be inconsistent therewith.

#### ARTICLE IV

##### REGISTERED OFFICE

The location of the initial registered office of the corporation in the State of Nevada is the address of the initial resident agent of the corporation, as set forth in the original Articles of Incorporation.

The corporation shall maintain at said registered office a copy, certified by the Secretary of State of the State of Nevada, of its Articles of Incorporation, and all amendments thereto, and a copy, certified by the Secretary of the corporation, of these Bylaws, and all amendments thereto. The corporation shall also keep at said registered office a stock ledger or a duplicate stock ledger, revised annually, containing the names, alphabetically arranged, of all persons who are stockholders of the corporation, showing their places of residence, if known, and the number of shares held by them respectively or a statement setting out the name of the custodian of the stock ledger or duplicate stock ledger, and the present and complete post office address, including street and number, if any, where such stock ledger or duplicate stock ledger is kept.

#### ARTICLE V

##### CORPORATE SEAL OR STAMP

The corporate seal or stamp shall be in such form as the Board of Directors may prescribe.

#### ARTICLE VI

##### FISCAL YEAR

The fiscal year of the corporation shall be fixed, and shall be subject to change, by the Board of Directors.

#### ARTICLE VII

##### CONTROL OVER BYLAWS

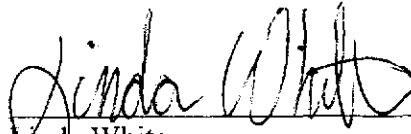
The power to amend, alter, and repeal these Bylaws and to make new Bylaws shall be vested in the Board of Directors subject to the Bylaws, if any, adopted by the stockholders.

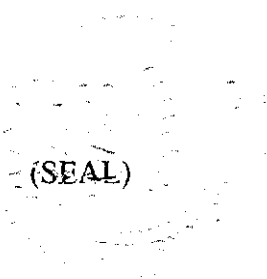
CERTIFICATE OF SECRETARY

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the Bylaws of NorthStar Communications, Inc., a Nevada corporation, as in effect on the date hereof.

WITNESS my hand and the seal of the corporation.

Dated as of September 28, 1999.

  
Linda White



File Number 6126-203-2

# State of Illinois Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN THIS STATE OF  
NORTHSTAR COMMUNICATIONS, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA HAS BEEN FILED  
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS  
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of  
Illinois, by virtue of the powers vested in me by law, do hereby issue  
this certificate and attach hereto a copy of the Application of the  
aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be  
affixed the Great Seal of the State of Illinois,  
at the City of Springfield, this 19TH  
day of SEPTEMBER A.D. 2000 and of  
the Independence of the United States the two  
hundred and 25TH



C2123

*Jesse White*

Secretary of State



Form **BCA-4.15/**  
**4.20**

(Rev. Jan. 1999)

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-0520  
http://www.sos.state.il.us

Remit payment in check or money  
order, payable to "Secretary of State".

**APPLICATION TO ADOPT,  
CHANGE OR CANCEL,  
AN ASSUMED CORPORATE NAME**

**FILED**

SEP 19 2000

JESSE WHITE  
SECRETARY OF STATE

File # 6126-203-2

SEP 19 2000

This space for use by  
Secretary of State

Date 09-19-00

Filing Fee 174.00

Approved: AK

1. CORPORATE NAME: NorthStar Communications, Inc.

2. State or Country of Incorporation: Nevada

3. Date incorporated (if an Illinois corporation) or date authorized to transact business in Illinois (if a foreign corporation): 9-19, 2000  
(Month & Day) (Year)

(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)

4. The corporation intends to adopt and to transact business under the assumed corporate name of:  
Small Business America

5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until September 1, 2005, the first day of the corporation's anniversary month in the next year which is evenly divisible by five.  
(Month & Day) (Year)

(Complete No. 6 if changing or cancelling an assumed corporate name.)

6. The corporation intends to cease transacting business under the assumed corporate name of:

7. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated SEPTEMBER 13, 2000  
(Month & Day) (Year)

attested by Linda H. White  
(Signature of Secretary or Assistant Secretary)

Linda H. White, Secretary  
(Type or Print Name and Title)

NorthStar Communications, Inc.  
(Exact Name of Corporation)

by Scott A. White  
(Signature of President or Vice President)

Scott A. White, President  
(Type or Print Name and Title)

NOTE: The filing fee to adopt an assumed corporate name is \$20 plus \$2.50 for each month or part thereof between the date of filing this application and the date upon which the corporation may renew its use.

The fee for cancelling an assumed corporate name is \$6.00.

2-105.1) The fee to change an assumed name is \$25.